

U.S. Department of Justice

Washington, DC 20530

Exhibit A to Registration Statement**Pursuant to the Foreign Agents Registration Act of 1938, as amended**

INSTRUCTIONS. Furnish this exhibit for EACH foreign principal listed in an initial statement and for EACH additional foreign principal acquired subsequently. The filing of this document requires the payment of a filing fee as set forth in Rule (d)(1), 28 C.F.R. § 5.5(d)(1). Compliance is accomplished by filing an electronic Exhibit A form at <http://www.fara.gov>.

Privacy Act Statement. The filing of this document is required by the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide this information is subject to the penalty and enforcement provisions established in Section 8 of the Act. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, DC. Statements are also available online at the Registration Unit's webpage: <http://www.fara.gov>. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public in print and online at: <http://www.fara.gov>.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .49 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Counterespionage Section, National Security Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name and Address of Registrant PricewaterhouseCoopers LLP ("PwC LLP") 300 Madison Avenue New York, NY 10017		2. Registration No. To be issued 6053
3. Name of Foreign Principal Shenyang Municipal Government (China)	4. Principal Address of Foreign Principal General Office of Shenyang Municipal Government No. 260, Shifu Road, Shenyang, China 110013	

5. Indicate whether your foreign principal is one of the following:

☒ Foreign government

☐ Foreign political party

☐ Foreign or domestic organization: If either, check one of the following:

<input type="checkbox"/> Partnership	<input type="checkbox"/> Committee
<input type="checkbox"/> Corporation	<input type="checkbox"/> Voluntary group
<input type="checkbox"/> Association	<input type="checkbox"/> Other (specify) _____

☐ Individual-State nationality _____

6. If the foreign principal is a foreign government, state:

a) Branch or agency represented by the registrant
General office of the Shenyang Municipal Government

b) Name and title of official with whom registrant deals
Guo Shaowei, Deputy Governor of Heping District of Shenyang. See Notes in Attachment 4.

7. If the foreign principal is a foreign political party, state:

a) Principal address
NA

b) Name and title of official with whom registrant deals NA

c) Principal aim NA

Formerly CRM-157

FORM NSD-3
Revised 03/11

8. If the foreign principal is not a foreign government or a foreign political party:

a) State the nature of the business or activity of this foreign principal.

NA

b) Is this foreign principal:

Supervised by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☐

Owned by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☐

Directed by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☐

Controlled by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☐

Financed by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☐

Subsidized in part by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☐

9. Explain fully all items answered "Yes" in Item 8(b). (If additional space is needed, a full insert page must be used.)

NA

10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

NA

EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this Exhibit A to the registration statement and that he/she is familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date of Exhibit A	Name and Title	Signature
August 11, 2011		/s/ Alan Chu, PwC LLP Partner
		eSigned

U.S. Department of Justice

Washington, DC 20530

Exhibit B to Registration Statement
Pursuant to the Foreign Agents Registration Act of
1938, as amended

INSTRUCTIONS. A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements, or, where no contract exists, a full statement of all the circumstances by reason of which the registrant is acting as an agent of a foreign principal. Compliance is accomplished by filing an electronic Exhibit B form at <http://www.fara.gov>.

Privacy Act Statement. The filing of this document is required for the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide the information is subject to the penalty and enforcement provisions established in Section 8 of the Act. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, DC. Statements are also available online at the Registration Unit's webpage: <http://www.fara.gov>. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public in print and online at: <http://www.fara.gov>.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .33 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Counterespionage Section, National Security Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name of Registrant

PricewaterhouseCoopers LLP ("PwC LLP")

2. Registration No.

To be issued

6053

3. Name of Foreign Principal

Shenyang Municipal Government (China)

Check Appropriate Box:

4. ☐ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach a copy of the contract to this exhibit.
5. ☐ There is no formal written contract between the registrant and the foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach a copy of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
6. ☒ The agreement or understanding between the registrant and the foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and expenses, if any, to be received.
7. Describe fully the nature and method of performance of the above indicated agreement or understanding.

PwC LLP and the Shenyang Municipal Government did not have a formal agreement executed for the event on August 12. PwC LLP and the Shenyang Municipal Government did not exchange correspondence about the event other than with respect to minor logistical matters. Further, the Shenyang Government did not pay PwC LLP any fees or expenses for this event. Rather, the Shenyang Municipal Government and PwC China communicated about the event and PwC China relayed the Shenyang Municipal Government's request for a venue and associated logistics to PwC LLP. As a result of these discussions, PwC LLP agreed to provide the venue for the August 12th event, invite selected clients, and provide logistical support for the event. PwC LLP's role in this event is to provide a US venue for the Shenyang Government's August 12 event and to provide logistical support in advance and on the day of the event. The event will be hosted and organized by the Shenyang Municipal Government. PwC LLP has also, by e-mail on June 29, 2011, invited selected clients, partners and staff to the event. PwC LLP re-sent these invitations via e-mail on August 10, 2011 and included the label required under Section 4(b) of

8. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

- Invite selected PwC LLP clients and invite PwC partners and staff
- Reserve room at PwC LLP's New York City offices and arranged logistics
- Welcome Shenyang Mayor Chen and the Shenyang delegation to the PwC New York office and introduce Mayor Chen as the first speaker to PwC and Shenyang guests
- Arrange a catering vendor for the Shenyang government to employ for the networking reception following the presentation
- Identify lunch and dinner venues for offsite meals for the Shenyang government to host
- Provide the Shenyang Municipal Government delegates with PwC branded desk calendars valued under \$50
- Provide vendor options and coordinate logistics for translation services and setup
- Coordinate and check set-up for translation and dual screens (Chinese & English) presentation setup.
- Attend the offsite lunch hosted by the Shenyang Municipal Government.

NOTE:

The Shenyang Municipal Government is providing and paying for all catering, flowers, translation services, and refreshments to include the activities listed above. The Shenyang Municipal Government is paying for all the travel expenses for the Shenyang Municipal Government delegates.

9. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act and in the footnote below? Yes ☐ No ☒

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this Exhibit B to the registration statement and that he/she is familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date of Exhibit B	Name and Title	Signature
August 11, 2011		/s/ Alan Chu, PwC LLP Partner
		eSigned

Footnote: Political activity as defined in Section 1(o) of the Act means any activity which the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

**PwC LLP Attachment 4- Registration Form, Exhibit A,
Question 6(b), Name and Title of Official with Whom
Registrant Deals**

NOTE: In general, PwC China, (the China-based member firm of the PricewaterhouseCoopers global network and a independent legal entity separate from PwC LLP) interacted with the Shenyang Municipal Government, including Guao Shaowie, prior to the event, and then PwC China partners and staff interacted with PwC LLP about the event being planned for August 12. PwC LLP's direct interactions with representatives of the Shenyang Municipal Government consisted of confirming event logistics.